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May 3, 1991

1-123A002

17284-A

RECORDATION NO. 17284-A

MAY 3 1991 -9 50 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

We have enclosed six original copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

Lease Termination Agreement, dated May 1, 1991, a secondary document.

The primary document to which this is connected is an Interim Lease Agreement recorded on April 15, 1991, at 10:00 a.m. under Recordation No. 17284.

The names and addresses of the parties to the documents are as follows:

Lessee	Kansas City Southern Railway Company 114 West 11th Street Kansas City, Missouri 64105-1804
Lessor	Electro-Motive Division of General Motors Corporation LaGrange, Illinois 60525

The equipment covered by the document consists of 24 General Motors Corporation (Electro-Motive Division) model SD60 3800 horsepower, six-motor, diesel, electric locomotives, bearing the road numbers of The Kansas City Southern Railway Company KCS 736 through KCS 759.

MAY 3 9 44 AM '91
MOTION PICTURE UNIT

Handwritten signature: Jennifer A. Mitchell

A short summary of the document to appear in the index is as follows:

Lease Termination Agreement dated May 1, 1991, among The Kansas City Southern Railway Company, as lessee, and the Electro-Motive Division, General Motors Corporation, as lessor, terminating the leasehold interest of The Kansas City Southern Railway Company under the Interim Lease Agreement dated March 21, 1991, among The Kansas City Southern Railway Company, as lessee, and the Electro-Motive Division, General Motors Corporation, as lessor.

A fee of \$15 is enclosed. Please return any extra copies not needed by the Commission for recordation to James E. Magee, Esq., 1111 19th Street, N.W. Washington, D.C. 20036.

Very truly yours,

A handwritten signature in black ink, appearing to read "Karen C. Wiedemann", with a long horizontal flourish extending to the right.

Karen C. Wiedemann

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/3/91

OFFICE OF THE SECRETARY

Karen C. Wiedemann

Reboul, MacMurray, Hewitt, Maynard & Kristol

45 Rockefeller Plaza

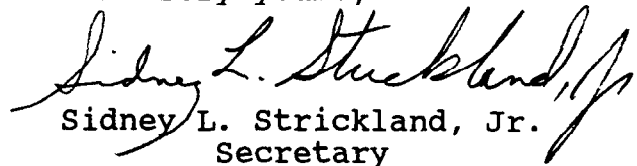
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New York, N.Y. 10111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/3/91 at 9:50am, and assigned recordation number(s). 17284-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17284-A
RECORDED
FILED

INTERIM LEASE AGREEMENT TERMINATION
(FINAL)

MAY 3 1991 -9 50 AM
INTERSTATE COMMERCE COMMISSION

This terminates the Bailment Agreement, dated March 21, 1991, between Kansas City Southern Railway Company, ("Railroad"), a Missouri corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation, with respect to the following locomotives: KCS 736 to KCS 759, inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed a Bailment Agreement, dated March 21, 1991, relating to the equipment described above ("Locomotives");

WHEREAS, the Interim Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on April 15, 1991 at 10:00am, Recordation No. 17284.

WHEREAS, the parties hereto desire to terminate and cancel the Interim Lease Agreement and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Interim Lease Agreement, effective May 1, 1991.
2. The parties agree to record this Agreement with the ICC so as to release the lien against all of the Terminated Equipment constituted by the Interim Lease Agreement.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest:

Emen

By:

J. J. Spence

Title:

KCS Gen Mgr

State of Illinois)
County of Cook) ss.

On this 1st day of May, 1991, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a V.P. & General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



State of _____)
County of _____) ss.

On this _____ day of _____, 19____, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:
